

PRESTON DuFAUCHARD
California Corporations Commissioner
WAYNE STRUMPFER
Deputy Commissioner
ALAN S. WEINGER (CA BAR NO. 86717)
Lead Corporations Counsel
LINDA A. STELLA (CA BAR NO. 161903)
Senior Corporations Counsel
DEPARTMENT OF CORPORATIONS
320 West 4th Street, Suite 750
Los Angeles, California 90013-2344
Telephone: (213) 576-7594

Attorneys for Complainant

BEFORE THE DEPARTMENT OF CORPORATIONS
OF THE STATE OF CALIFORNIA

In the Matter of

THE CALIFORNIA CORPORATIONS
COMMISSIONER,

Complainant,

v.

LAWRENCE O'KEEFE, HOWARD
WEDERTZ and O'KEEFE-WEDERTZ
ENTERPRISES, LLC,

Respondents.

OAH NO. 2008010742

STIPULATION TO ENTRY OF DESIST AND
REFRAIN ORDER

(CORPORATIONS CODE SECTION 25401)
(CORPORATIONS CODE SECTION 25532)

In resolution of an investigation into unlawful practices in the offer and sale of securities in violation of California Corporations Code section 25401, and without admitting or denying such activities, IT IS HEREBY STIPULATED AND AGREED between Lawrence O'Keefe, Howard Wedertz and O'Keefe-Wedertz Enterprises, LLC (hereafter collectively "Respondents") and the California Corporations Commissioner ("Commissioner"), as follows:

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1 1. Without admitting or denying any of the findings, Respondents stipulate to the entry of
2 the Desist and Refrain Order issued by the Commissioner on October 25, 2007 directing
3 Respondents to cease the further offer and sale of securities in the State of California, including but
4 not limited to, limited liability company membership units, by means of any written or oral
5 communication which includes an untrue statement of a material fact or omits to state a material fact
6 necessary in order to make the statements made, in the light of the circumstances under which they
7 were made, not misleading.

8 2. Respondents acknowledge service of the Desist and Refrain Order on December 10,
9 2007, via certified mail to Respondents' counsel, Dennis F. Fabozzi, Esq., who was authorized to
10 accept service.

11 3. Respondents withdraw their request for hearing on the allegations set forth in the Desist
12 and Refrain Order. Respondents acknowledge their right to an administrative hearing under
13 Corporations Code section 25532 and hereby waive that right to any hearing or appeal of the Desist
14 and Refrain Order.

15 4. Respondents acknowledge that pursuant to California Corporations section 25535,
16 remedies for violations of the Corporate Securities Law of 1968 (Cal. Corp. Code §25000 et. seq.)
17 are not exclusive and may be sought and employed in any combination to enforce the purpose and
18 provisions of this law.

19 5. Respondents agree that nothing in this Stipulation shall limit the Commissioner's ability
20 to investigate and prosecute violations of the Corporate Securities Law not addressed in the Desist
21 and Refrain Order issued October 25, 2007.

22 6. Respondents agree that nothing in this Stipulation shall preclude the Commissioner, or
23 his agents or employees, to the extent authorized by law, from assisting or cooperating in any
24 investigation and/or action brought by any other federal, state or county agency. Respondents
25 further agree that this Stipulation shall not bind or otherwise prevent any other federal, state or
26 county agency from the performance of its duties.

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28 ///

1 7. Respondents enter into this Stipulation voluntarily and without coercion and
2 acknowledge that no promises, threats or assurances have been made by the Commissioner or any
3 officer, or agent thereof, about this Stipulation.

4 8. Respondents and the Commissioner agree that this Stipulation may be executed in one or
5 more separate counterparts, each of which when so executed, shall be deemed an original. Such
6 counterparts shall together constitute and be one and the same instrument.

7 9. This Stipulation is entered into for the purpose of judicial economy and expediency, and
8 to avoid the time and expense of a hearing and possible further court proceedings. The
9 Commissioner finds that this Stipulation is necessary or appropriate in the public interest or for the
10 protection of investors and consistent with the purposes fairly intended by the policy and provisions
11 of this law.

12 PRESTON DuFAUCHARD,
13 California Corporations Commissioner

14 Dated: 3/7/08

15 By _____
16 ALAN S. WEINGER
17 Lead Corporations Counsel

18 LAWRENCE O'KEEFE

19 Dated: _____

20 By _____
21 Lawrence O'Keefe, individually

22 HOWARD WEDERTZ

23 Dated: _____

24 By _____
25 Howard Wedertz, individually

26 O'KEEFE-WEDERTZ ENTERPRISES, LLC

27 Dated: _____

28 By _____
Lawrence O'Keefe, managing member

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12 PRESTON DuFAUCHARD,
13 California Corporations Commissioner

14 Dated: _____

15 By _____
16 ALAN S. WEINGER
17 Lead Corporations Counsel

18 LAWRENCE O'KEEFE

19 Dated: 3-6-08

20 By _____
21 ~~Lawrence O'Keefe, individually,~~

22 HOWARD WEDERTZ

23 Dated: _____

24 By _____
25 ~~Howard Wedertz, individually~~

26 O'KEEFE-WEDERTZ ENTERPRISES, LLC

27 Dated: 3-6-08

28 By _____
~~Lawrence O'Keefe, managing member~~

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13 California Corporations Commissioner

14 Dated: _____

15 By _____
16 ALAN S. WEINGER
17 Lead Corporations Counsel

18 LAWRENCE O'KEEFE

19 Dated: _____

20 By _____
21 Lawrence O'Keefe, individually

22 HOWARD WEDERTZ

23 Dated: 8-6-08

24 By _____
25 Howard Wedertz, individually

26 O'KEEFE-WEDERTZ ENTERPRISES, LLC

27 Dated: _____

28 By _____
Lawrence O'Keefe, managing member

Dated: 3-6-08

By Howard Wedertz, Managing Member

Approved as to Form and Content

Dated: _____

By _____

Linda A. Stella, Esq.

On behalf of the California Corporations Commissioner

Dated: 3/5/08

By _____

Dennis Fabozzi, Esq.

Counsel for Respondents

Lawrence O'Keefe

Howard Wedertz

O'Keefe-Wedertz Enterprises, LLC

1 Dated: _____

By _____
Howard Wedertz, Managing Member

2
3 Approved as to Form and Content

4 Dated: 3-7-08

5
6 By _____

Linda A. Stella, Esq.

7 On behalf of the California Corporations Commissioner

8
9 Dated: _____

10
11 By _____

Dennis Fabozzi, Esq.

12 Counsel for Respondents

13 Lawrence O'Keefe

Howard Wedertz

14 O'Keefe-Wedertz Enterprises, LLC